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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
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STIPULATION AND CONSENT ORDER RESOLVING REORGANIZED DEBTORS'
MOTION FOR AN ORDER TO ENFORCE MODIFIED PLAN AND MODIFICATION
APPROVAL ORDER INJUNCTION AGAINST FKMT, LLC F/K/A MONARCH
TRANSPORT, LLC (DOCKET NO. 20364) AND FKMT, LLC F/K/A MONARCH
TRANSPORT, LLC'S (A) MOTION TO LIFT PLAN INJUNCTION (DOCKET NO.
20444) AND (B) MOTION FOR DECLARATION THAT THE ADMINISTRATIVE
EXPENSE CLAIMS BAR DATE DOES NOT APPLY (DOCKET NO. 20482)

("FKMT, LLC F/K/A MONARCH TRANSPORT, LLC PLAN INJUNCTION ORDER")

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (the "Reorganized Debtors") and FKMT, LLC f/k/a Monarch Transport, LLC ("FKMT") respectfully submit this Stipulation And Consent Order Resolving Reorganized Debtors' Motion For An Order To Enforce Modified Plan And Modification Approval Order Injunction Against FKMT, LLC f/k/a Monarch Transport, LLC (Docket No. 20364) And FKMT, LLC f/k/a Monarch Transport, LLC's (A) Motion To Lift Plan Injunction (Docket No. 20444) And (B) Motion For Declaration That The Administrative Expense Claims Bar Date Does Not Apply (Docket No. 20482) (the "Stipulation and Consent Order") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on December 1, 2008, FKMT filed a complaint (the "Non-Bankruptcy Complaint") against the Debtors in the Circuit Court of Jackson County, Missouri, Civil Division, Case No. 0816-CV39025, asserting that Delphi owed FKMT amounts based on unpaid invoices (the "Missouri Action").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707) (the "Plan Modification Order"), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, upon the Effective Date of the Modified Plan, an injunction was imposed. Specifically, the Modified Plan and the Plan Modification Order contain a permanent injunction against, among other things, the commencement or continuation of any action to recover against any claim against the Reorganized Debtors that arose prior to the Effective Date of the Modified Plan.

WHEREAS, on July 2, 2010, the Reorganized Debtors filed the Reorganized Debtors' Motion For An Order To Enforce Modified Plan And Modification Approval Order Injunction Against FKMT, LLC f/k/a Monarch Transport, LLC (Docket No. 20364) (the "Motion to Enforce Plan Injunction"), seeking entry of an order (i) enjoining FKMT from proceeding against DPH Holdings Corp. in the Missouri Action and (ii) directing FKMT to take such action as is necessary to dismiss the Missouri Action.

WHEREAS, on July 15, 2010, FKMT filed its FKMT, LLC f/k/a Monarch Transport, LLC's Response To Reorganized Debtors' Motion For An Order To Enforce Modified Plan And Modification Approval Order Injunction Against FKMT, LLC f/k/a Monarch Transport, LLC (Docket No. 20445) (the "FKMT Response").

WHEREAS, on July 19, 2010, FKMT filed its Motion To Lift The Injunction Contained In The Modification Approval Order And Modified Plan (Docket No. 20444) (the "Motion to Lift Plan Injunction").

WHEREAS, on July 27, 2010, FKMT filed its Motion For Declaration That The Administrative Expense Bar Date Does Not Apply (Docket No. 20482) (the "Motion for Declaration," together with the Motion to Enforce Plan Injunction and the Motion to Lift Plan Injunction, the "Motions").

WHEREAS, on October 14, 2010, the Reorganized Debtors filed the Reorganized Debtors' Omnibus (I) Reply To FKMT, LLC f/k/a Monarch Transport, LLC's Response To Reorganized Debtors' Motion For An Order To Enforce Modified Plan And Modification Approval Order Injunction Against FKMT, LLC f/k/a Monarch Transport, LLC (Docket No. 20445) And (II) Objection To FKMT, LLC f/k/a Monarch Transport, LLC's (A) Motion To Lift Plan Injunction (Docket No. 20444) And (B) Motion For Declaration That The Administrative Expense Claims Bar Date Does Not Apply (Docket No. 20482) (Docket No. 20670) (together with the FKMT Response and the Motions, the "Bankruptcy Court Pleadings").

WHEREAS, to resolve the Missouri Action and the Bankruptcy Court Pleadings, FKMT seeks to dismiss the Non-Bankruptcy Complaint with prejudice and to withdraw each of the Motion for Declaration and the Motion to Lift Plan Injunction with prejudice, subject to the terms set forth herein.

THEREFORE, the Reorganized Debtors and FKMT stipulate and agree as follows:

1. The relief sought by the Reorganized Debtors' Motion to Enforce Plan Injunction is granted.
2. FKMT is hereby ordered to take such action as is necessary to immediately dismiss the Missouri Action with prejudice.
3. Any further prosecution of the Missouri Action, or any similar litigation or proceeding in any forum against the Reorganized Debtors, without first proceeding in this Court to establish sufficient cause for relief from the injunction set forth in paragraph 22 of the Plan Modification Order and section 11.14 of the Modified Plan, shall constitute a violation of this Stipulation and Consent Order.

4. Each of FKMT's Motion for Declaration and Motion to Lift Plan Injunction is hereby deemed withdrawn with prejudice.

5. FKMT and the Reorganized Debtors shall each bear their own costs, fees, and expenses relating to the Bankruptcy Court Pleadings and Missouri Action.

6. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation and Consent Order.

So Ordered in White Plains, New York, this 15th day of November, 2010.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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